PREVIOUSLY...

Transported against their will light-years from Earth to Battleworld are a bizarre collection of superpowered beings: the teenaged super hero, **GRAVITY;** former Avengers, **THE WASP, HENRY PYM** and **FIREBIRD;** second-generation super-villain turned movie producer, **KRAVEN THE HUNTER;** the queen of the hidden society known as the Inhumans, **MEDUSA;** the latest incarnation of the man/alien symbiote combination that calls itself **VENOM; THE HOOD,** a small-time crook recently gifted with big-time powers; and the amazing **SPIDER-MAN.**

A being with godlike powers known only as **THE BEYONDER** appeared to them, promising his captives that if they kill their enemies, he would grant them "all you desire." Venom instantly accepted the deal, brutally killing Spider-Man.

After the crash, **DEATHLOK,** a mysterious cyborg who has been stranded on Battleworld for years, convinced the group to head for an abandoned city. While on their way, Kraven discovered that Spider-Man's corpse had been following them. With ungentle persuasion from the Hood, "Spider-Man" revealed his true identity, as the body-swapping alien known as the **SPACE PHANTOM.**

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"SPACE PHANTOM"? KIND OF A STUPID NAME.
YOU TELL HIM, DEATHLOK.
I AM NOT TO BE MOCKED, HUMAN. MY POWER IS LEGENDARY.
NOT SO LONG AGO, I ALMOST DEFEATED THE AVENGERS.
BLAMM
AH!
WILL YOU STOP SHOOTING EVERYBODY?!
SORRY, HE SPOOKED ME WITH THAT "DEFEATED THE AVENGERS" THING.
DUDE, HE SAID "ALMOST."

OHHH...
EASY. I'LL TEND TO YOUR WOUNDS--
WAIT!
DON'T GET TOO CLOSE. HE'S MORE DANGEROUS THAN YOU KNOW.
IF YOU HAVE INFORMATION ABOUT OUR PRISONER, SHARE IT WITH US.
WHY NOT GET IT FROM THE SOURCE?
I'D RATHER HEAR IT FROM THE WASP THAN FROM THIS... DECEIVER.
HE'S A MEMBER OF AN ALIEN RACE. HE CAN IMITATE JUST ABOUT ANYBODY, AND WHEN HE DOES, THE ORIGINAL IS SHUNTED INTO LIMBO.
LIMBO. HEAVEN'S WAITING ROOM?

MORE LIKELY AN EXTRADIMENSIONAL SPACE WITH DIFFERENT RULES OF PHYSICS THAN OUR OWN. REED RICHARDS WROTE A PAPER ON IT YEARS AGO. HE THEORIZED THAT IT'S AN EXTRUSION OF--
HENRY.
BUT THAT'S A TANGENT, ISN'T IT?
YOU USED TO WORK FOR IMMORTUS. IS HE PART OF THIS EXPERIMENT?
IMMORTUS ABANDONED ME TO THE BEYONDER TO SAVE HIS OWN SKIN.
SOUNDS LIKE A PLAN. WE GIVE THE BEYONDER HIS BOY BACK IN RETURN FOR A RIDE HOME.
THAT'S NOT ENOUGH.
HOW'S THAT?
THE BEYONDER'S BEEN SCREWING WITH PEOPLE FOR YEARS. MAYBE HUNDREDS OF THEM. HE KILLED SPIDER-MAN. A RIDE HOME ISN'T ENOUGH.
HE HAS TO PAY FOR WHAT HE'S DONE.

THAT ISN'T HOW THE SPACE PHANTOM'S POWER WORKS. SPIDER-MAN'S NOT DEAD. HE PROBABLY DOESN'T EVEN KNOW HE WAS IN LIMBO.
!
WHAT ABOUT ALL OF THE OTHER LIVES LOST BECAUSE OF HIS ACTIONS?
WHAT ABOUT US *GETTING HOME?* ISN'T THAT THE POINT?
DOZENS HAVE DIED HERE. HE'S BEEN *EXPERIMENTING* ON PEOPLE!
MESSING WITH OUR HEADS. MAKING THIS GUY PRETEND TO BE SPIDER-MAN TO SET VENOM OFF. LETTING SPIDER-MAN GET KILLED.
YOU GUYS DO WHAT YOU WANT, BUT IF YOU GET IN BETWEEN ME AND A WAY HOME? WE GOT A PROBLEM.
NOT FOR LONG, JUNIOR.
ENOUGH. THE DECISION IS MADE. WE TRADE YOU TO YOUR MASTER.

AND WHAT IF I DON'T WANT TO GO?
THEN THERE'S GOING TO BE MORE OF THAT MUTILATION AND TORTURE THAT MICHAEL IS SUCH A @$%# OVER.
VERY WELL--
--TAKE YOUR BEST SHOT!
DAMN!

COMPUTER? I NEED SOME INTEL. WHOSE BODY HAS HE JACKED?
No matching record in our database.
SWELL.
BLAMM
ANYBODY KNOW THE TEDDY BEAR IN THE TINFOIL HAT?
DON'T EVERYBODY SPEAK AT ONCE.
FWOOOOSH
I'VE TAKEN THE FORM OF XEMNU THE TITAN. THIS BODY HAS FOUGHT THE HULK TO A STANDSTILL.
UNNNHH!
PERHAPS IF I KILL A FEW OF YOU MYSELF, YOU'LL GET BACK INTO THE SPIRIT OF THE GAME.
AAARRGH!!

DROP HIM, FURBALL.
ZAPT
AHH!
PEST! YOU'LL DIE FIRST.
WHAT...?!
CEASE YOUR STRUGGLES, OR I'LL TEAR YOU LIMB FROM LIMB.
I BELIEVE YOU WOULD--
OH!
--WERE I FOOLISH ENOUGH TO ALLOW IT.

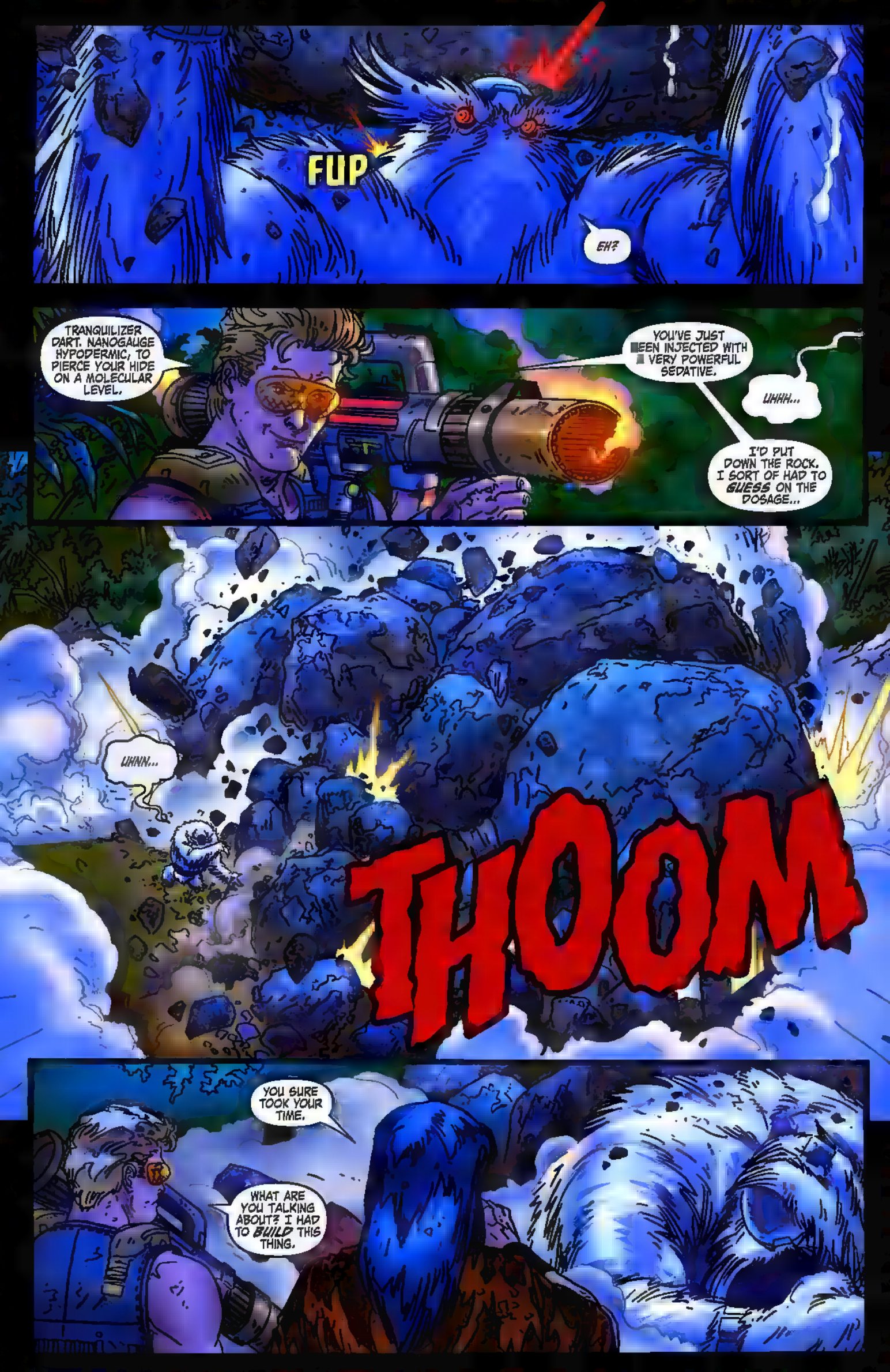
AHHHHH!
I GOT HER!
THWOK
UNF!
KRAKK
AHHH!
THOOM

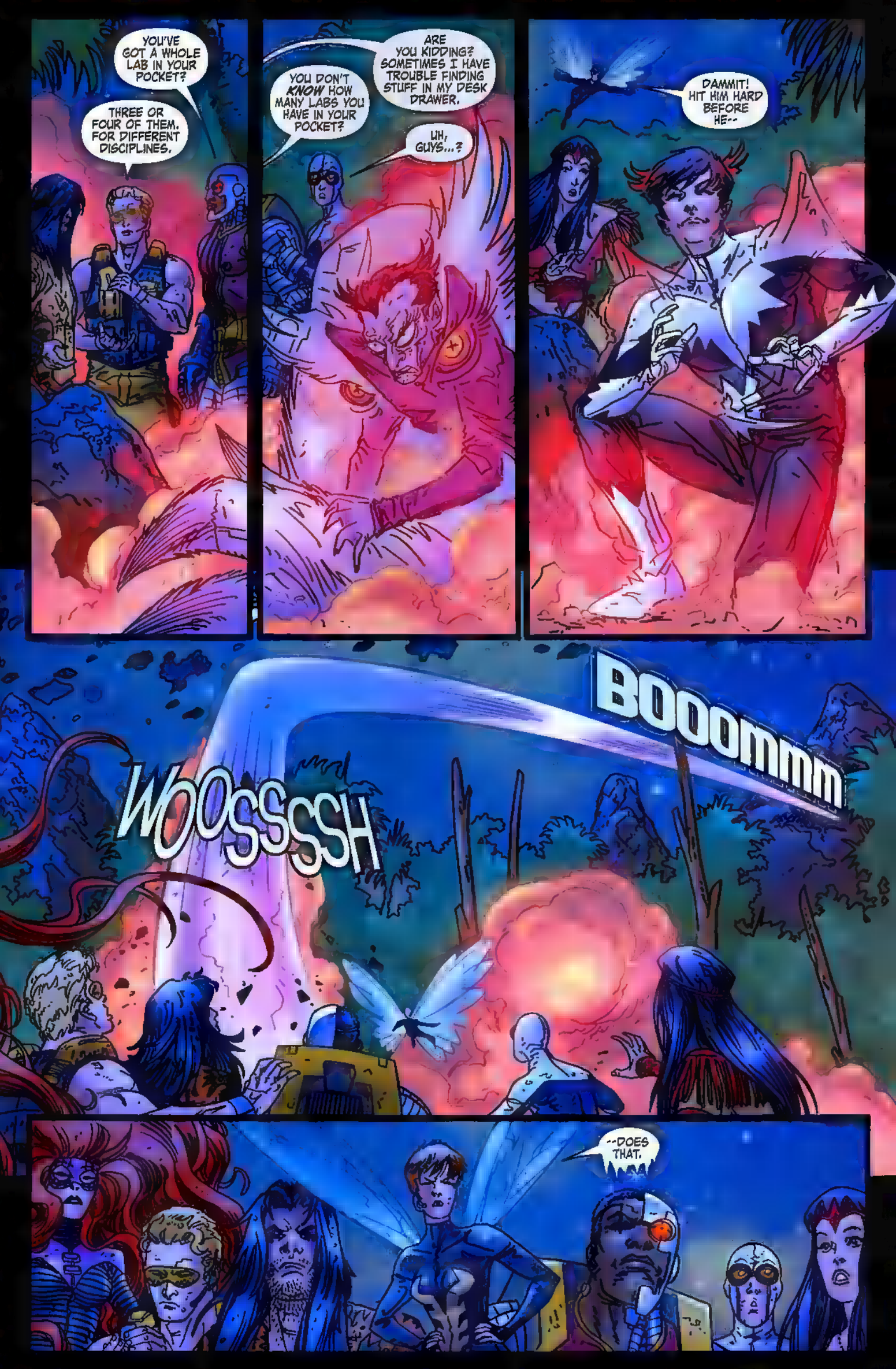
DON'T LET HIM RECOVER. HIT HIM HARD!
CHOOM CHOOM
THOOM
UHN!
KRRUMMMBLE

FOOSH
AHHH!
SHLUK
GOOD, NOW TAKE THE HEAT OUT OF THE ROCK!
I'LL TRY...
IT'S WORKING!
THAT'S A SHAME. I HAD PLANS FOR YOU.
DON'T... CHANGE... YOUR PLANS...

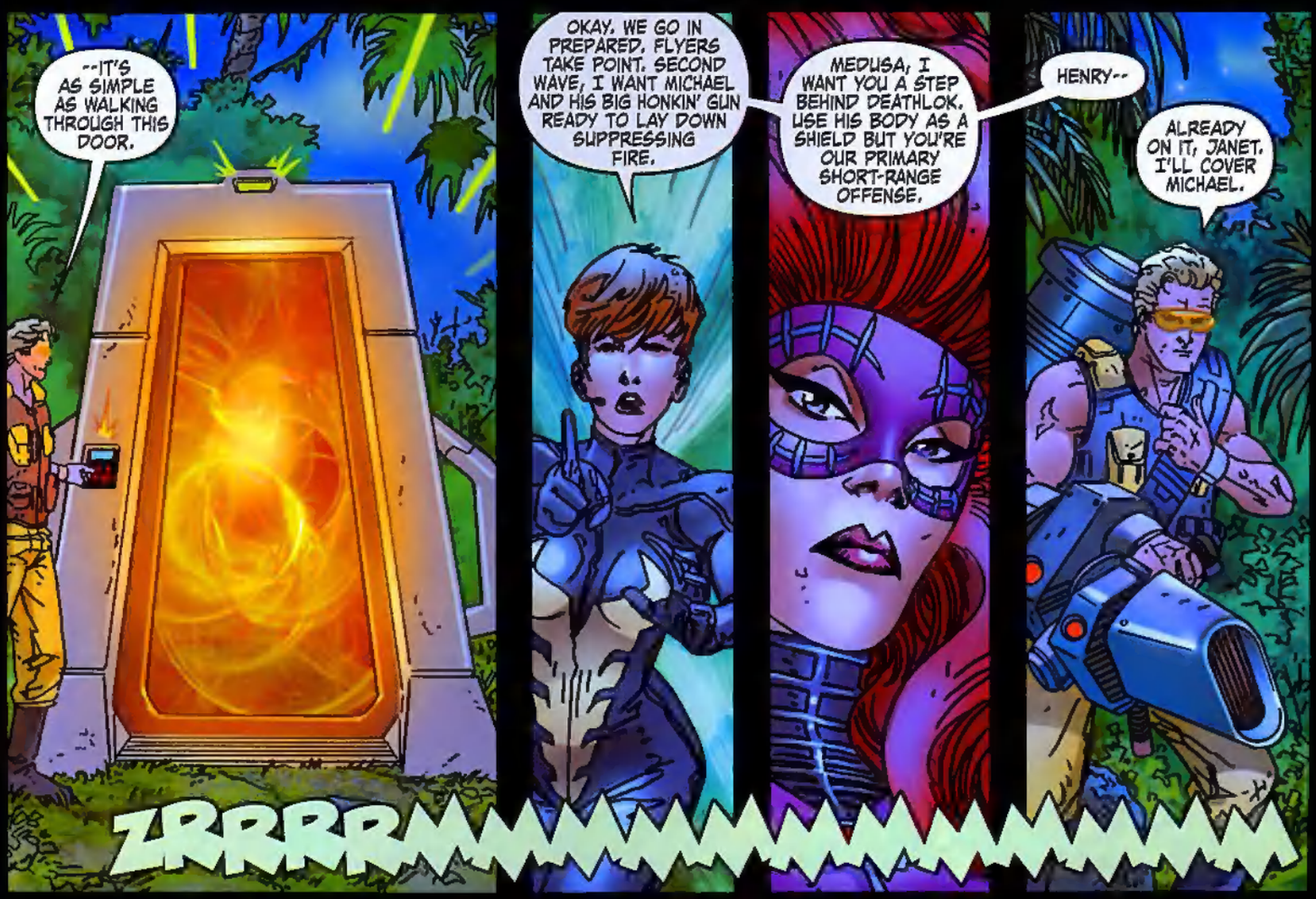
...ON MY ACCOUNT!
KRRUNCH
TANG
TANG
WHIRR
SSSSS
SSSSS
SSSS
AHHH!

ERRRRAGGGGH!
WE ARE SO $#%@ED.

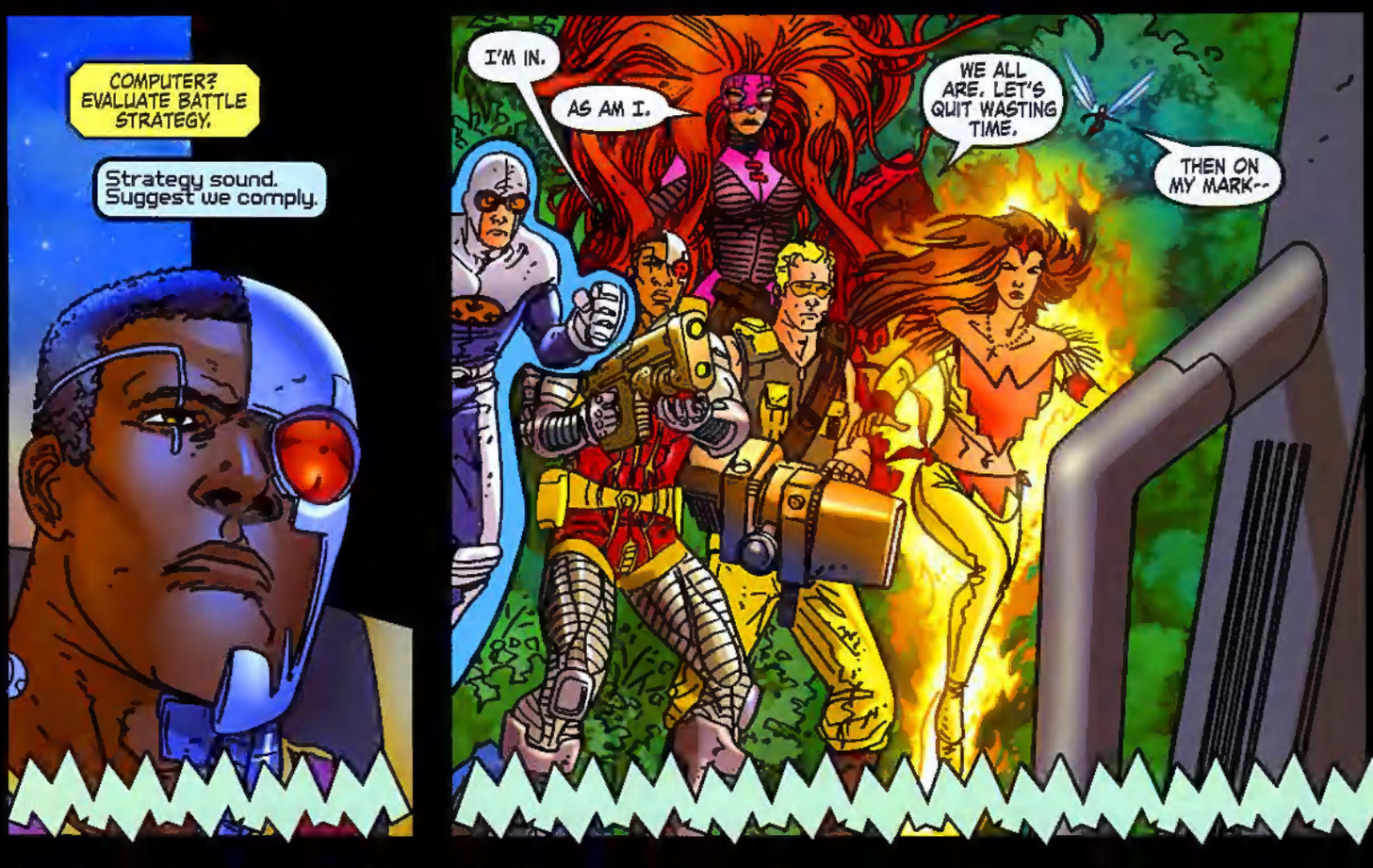

FUP
EH?
TRANQUILIZER DART. NANOGAUGE HYPODERMIC, TO PIERCE YOUR HIDE ON A MOLECULAR LEVEL.
YOU'VE JUST BEEN INJECTED WITH A VERY POWERFUL SEDATIVE.
UHHH...
I'D PUT DOWN THE ROCK. I SORT OF HAD TO GUESS ON THE DOSAGE...
UHNN...
THOOM
YOU SURE TOOK YOUR TIME.
WHAT ARE YOU TALKING ABOUT? I HAD TO BUILD THIS THING.


YOU'VE GOT A WHOLE LAB IN YOUR POCKET?
THREE OR FOUR OF THEM, FOR DIFFERENT DISCIPLINES.
YOU DON'T KNOW HOW MANY LABS YOU HAVE IN YOUR POCKET?
ARE YOU KIDDING? SOMETIMES I HAVE TROUBLE FINDING STUFF IN MY DESK DRAWER.
UH, GUYS...?
DAMMIT! HIT HIM HARD BEFORE HE--
WOOSSSSH
BOOOMMMM
--DOES THAT.

I DON'T SUPPOSE ANYONE WANTS TO RUN AFTER HIM?
WE DON'T HAVE TO. I WASN'T DONE PONTIFICATING EARLIER. THE INJECTION I GAVE [redacted] ALSO INCLUDED MULTIDIMENSIONAL NANO-TRANSMITTERS.
BUT HE SWAPPED BODIES.
I WAS COUNTING ON THAT. THE TRANSMITTERS [redacted] DESIGNED TO [redacted] SECRETED THROUGH SWEAT GLANDS.
SO WHEN [redacted] WENT BACK TO LIMBO TO SWAP BODIES WITH NORTHSTAR...
HE LEFT A TRAIL.
ONE [redacted] CAN FOLLOW, OR IS THIS ALL ACADEMIC?
MY SHRINKING TECHNOLOGY IS BASED ON SHUNTING MASS FROM OUR DIMENSION INTO ANOTHER, BORDERING ONE.
LIMBO BORDERS ON *EVERY* KNOWN DIMENSION. WITH THE COORDINATES I'VE GOT NOW, FOLLOWING HIM IS ANYTHING BUT ACADEMIC--


--IT'S AS SIMPLE AS WALKING THROUGH THIS DOOR.
OKAY. WE GO IN PREPARED. FLYERS TAKE POINT. SECOND WAVE, I WANT MICHAEL AND HIS BIG HONKIN' GUN READY TO LAY DOWN SUPPRESSING FIRE.
MEDUSA, I WANT YOU A STEP BEHIND DEATHLOK. USE HIS BODY AS A SHIELD BUT YOU'RE OUR PRIMARY SHORT-RANGE OFFENSE.
HENRY--
ALREADY ON IT, JANET. I'LL COVER MICHAEL.
ZRRRRR

KRAVEN AND HOOD, YOU'VE GOT OUR SIX.
EVERYBODY OKAY WITH THE PLAN?


COMPUTER? EVALUATE BATTLE STRATEGY.
Strategy sound. Suggest we comply.
I'M IN.
AS AM I.
WE ALL ARE. LET'S QUIT WASTING TIME.
THEN ON MY MARK--

LET'S GO!
THERE'S NOTHING IN HERE.
WHAT DO YOU EXPECT? IT'S LIMBO.
THERE IS SOMETHING HERE.
THE REAL NORTHSTAR. THAT MEANS SPACE PHANTOM IS STILL IMITATING HIM.

THEN WE WAIT. NEXT TIME HE SWITCHES BODIES, HE POPS UP HERE, AND WE GRAB HIM.
YOU GOT A DECK OF CARDS IN THERE?
NO.
BUT YOU HAVE A DIMENSIONAL DOORWAY-THING?
WHERE ARE YOUR PRIORITIES?
KLIK
UH, WHAT JUST HAPPENED?
HENRY?
NO PROBLEM. I CAN TURN IT BACK ON FROM THIS SIDE.
PLIP
DID I JUST SAY NO PROBLEM?
'CAUSE THERE MAY BE ONE.

WHERE ARE YOU, BEYONDER? THE GAME'S OVER--
--AND VENOM IS THE WINNER!
NEXT: EVERYBODY LIMBO.